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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM U-1
APPLICATION OR DECLARATION
UNDER
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

(Name of company or companies filing this statement and addresses of principal executive offices)

(Name of top registered holding company parent of each applicant or declarant)

(Names and addresses of agents for service)

GENERAL INSTRUCTIONS

A. Rule as to Use of Form U-1.

- (a) Form U-1 shall be used by any person filing an application or declaration or amendment thereto pursuant to Sections 6(b), 7, 9(c)(3), 10, 12(b), (c), (d), or (f) of the Public Utility Holding Company Act of 1935 or any rules and regulations under such sections, where no other form is authorized or prescribed.
- (b) Wherever practicable, a single joint statement on this form should be filed with respect to a particular transaction or a series of related transactions, although subject to different provisions of the Act or rules and although different parties may be involved. The signature of any person joining in such a joint filing may be limited to the information directly concerning such person or its subsidiaries and the action to be taken by them.
- (c) Unless the context clearly indicates the contrary, all terms used in the form and these instructions have the same meaning as in the Public Utility Holding Company Act of 1935 and in the rules and regulations issued thereunder.

B. Information Required.

- (a) The items of the form require concise statements of facts. Where opinions or estimates are given, they should be clearly identified as such and the facts on which they are based should be described.
- (b) Notwithstanding the specific requirements of this form, the applicant or declarant should include all relevant and material information bearing upon the proposed transaction. If the information called for by any item or exhibit is not deemed relevant or necessary for a proper disposition of the proposed transaction by the Commission, such information may be omitted. The Commission may, upon informal written request, permit the omission of information called for by any required item or exhibit of this form, if such information is not

known to the applicant or declarant or cannot be obtained without unreasonable effort or expense. All omissions should be explained. The Commission may informally request such further information and exhibits as, in its opinion, may be necessary or appropriate.

C. *Formal Requirements.*

- (a) The statement and each amendment thereto, including all exhibits, shall be filed in triplicate. One copy of the statement and of each amendment shall be signed. The other copies shall be conformed.

NOTE: It will facilitate an examination of the statement, if extra conformed copies are furnished in addition to those required by Rule 22. The additional copies should include the financial statements required and Exhibits A, B and C.

- (b) The original statement shall contain the numbers and captions of all items of the form. An amendment shall contain the numbers and captions of only those items which are applicable. The text of the items may be omitted whenever the answers thereto are so prepared as to indicate the coverage of the items are so prepared as to indicate the coverage of the items without the necessity of referring to the text of the form. All instructions are to be omitted from the original statement and amendments filed.
- (c) Attention is directed to the provisions of Rule 22 for certain additional procedural requirements, including the proposed notice requirement in Rule 22(f).

D. *Incorporation by Reference.*

Attention is directed to the provisions of Rule 22(b) regarding incorporation by reference.

E. *Amendments.*

If information required is not available on the date of original filing, such information shall, subject to the provisions of Rule 50, be furnished by amendment filed on this form so that the statement as amended will be accurate, and complete insofar as practicable, at the time the declaration becomes effective or the application is granted.

F. *Verification.*

The statement and amendments need not be verified unless the Commission so requests. In such event, the individual signing the statement or amendment shall state, under oath, that he is familiar with the statement or amendment and the transactions described therein, and that, to the best of his knowledge, information and belief, the information contained therein is true.

INFORMATION REQUIRED

Item 1. Description of Proposed Transaction.

- (a) Furnish a reasonably detailed and precise description of the proposed transaction, including a statement of the reasons why it is desired to consummate the transaction and the anticipated effect thereof. If the transaction is part of a general program, describe the program and its relation to the proposed transaction.

Instructions.

1. The answer to this item should include a reasonably detailed description of negotiations, actual or proposed, in connection with the proposed transaction.
2. The answer to this item should state the consideration to be given or received by any party to the proposed transaction. The basis for determining such consideration should be set forth.

- (b) Describe briefly, and where practicable state the approximate amount of, any material interest in the proposed transaction, direct or indirect, of any associate company or affiliate of the applicant or declarant or any affiliate of any such associate company.

Instruction. Information need not be given hereunder as to (1) the interest in the proposed transaction of any associate company of the applicant or declarant, solely in its capacity as such, or (2) the interest in the proposed transaction of any individual solely in his capacity as officer, director or security holder of the applicant or declarant or any associate company thereof, or (3) any interest disclosed in answer to paragraph (a) of this item or paragraph (b) of Item 2.

- (c) If the proposed transaction involves the acquisition of securities not issued by a registered holding company or a subsidiary thereof, describe briefly the business and property, present or proposed, of the issuer of such securities.
- (d) If the proposed transaction involves the acquisition or disposition of assets, describe briefly such assets, setting forth original cost, vendor's book cost (including the basis of determination) and applicable valuation and qualifying reserves.

Item 2. Fees, Commissions and Expenses.

- (a) State (i) the fees, commissions and expenses paid or incurred, or to be paid or incurred, directly or indirectly, in connection with the proposed transaction by the applicant or declarant or any associate company thereof, and (2) if the proposed transaction involves the sale of securities at competitive bidding, the fees and expenses to be paid to counsel selected by applicant or declarant to act for the successful bidder.

Instruction. The answer to this item should segregate fees, commissions and expenses by classes, e.g., legal, printing, accounting, underwriting, etc. and should identify each person or class of persons to whom fees or commissions have been or are to be paid. Estimates may be given where the actual amounts are not available, provided they are clearly identified as such.

- (b) If any person to whom fees or commissions have been or are to be paid in connection with the proposed transaction is an associate company or an affiliate of the applicant or declarant, or is an affiliate of an associate company, set forth the facts with respect thereto.

Item 3. Applicable Statutory Provisions.

- (a) State the sections of the Act and the rules thereunder believed to be applicable to the proposed transaction. If any section or rule would be applicable in the absence of a specific exemption, state the basis of exemption.

NOTE: As provided in Rule 20, the Commission may consider the proposed transaction or any part thereof under the appropriate provisions of the Act or rules, whether or not such provisions of the Act or rules are specifically designated in the answer to this item.

- (b) If an applicant is not a registered holding company or a subsidiary thereof, state the name of each public utility company of which it is an affiliate, or of which it will become an affiliate as a result of the proposed transaction, and the reasons why it is or will become such an affiliate.

Item 4. Regulatory Approval.

- (a) State the nature and extent of the jurisdiction of any State commission or any Federal commission (other than the Securities and Exchange Commission) over the proposed transaction.
- (b) Describe the action taken or proposed to be taken before any commission named in answer to paragraph (a) of this item in connection with the proposed transaction.

Item 5. Procedure.

- (a) State the date when Commission action is requested. If the date is less than 40 days from the date of the original filing, set forth the reasons for acceleration. (As amended by Release No. 14,883, effective June 3, 1963.)
- (b) State (i) whether there should be a recommended decision by a hearing officer, (ii) whether there should be a recommended decision by any other responsible officer of the Commission, (iii) whether the Division of Investment Management may assist in the preparation of the Commission's decision, and (iv) whether there should be a 30 day waiting period between the issuance of the Commission's order and the date on which it is to become effective.

Instruction. The specification requested by paragraph (b) of this item may be made in the course of a hearing with respect to the application or declaration, if the applicant or declarant so desires.

Item 6. Exhibits and Financial Statements.

List below all financial statements and exhibits filed as a part of this statement:

- (a) Exhibits,
- (b) Financial Statements.

Item 7. Information as to Environmental Effects.

When this form is used by a person filing an application or declaration or amendment thereto pursuant to Sections 6(b), 7, 9 or 10 of the Public Utility Holding Company Act of 1935, that person shall:

- (a) Describe briefly the environmental effects of the proposed transaction in terms of the standards set forth in Section 102(2)(C) of the National Environmental Policy Act [42 U.S.C. 4232(2)(C)]. If the response to this item is a negative statement as to the applicability of Section 102(2)(C) in connection with the proposed transaction, also briefly state the reasons for that response.
- (b) State whether any other federal agency has prepared or is preparing an environmental impact statement ("EIS") with respect to the proposed transaction. If any other federal agency has prepared or is preparing an EIS, state which agency or agencies and indicate the status of that EIS preparation.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this statement (or amendment) to be signed on its behalf by the undersigned thereunto duly authorized.

Date: _____ By: _____
Signature and printed name and title of signing officer

NOTE: The statement and each amendment shall be signed by a duly authorized executive officer, or by his attorney. Where the statement or amendment is being filed on behalf of more than one company, the signature clause shall be appropriately modified and there shall be a separate signature for each such company. However, one officer or attorney may sign on behalf of two or more companies. If any name is signed to the initial statement or to any amendment thereto pursuant to a power of attorney, copies of such power of attorney shall be filed as an exhibit.

INSTRUCTIONS AS TO EXHIBITS

Subject to the provisions of Rule 22(b) and Rule 50, copies of the following documents shall be filed as exhibits to the application or declaration:

- A. The constituent instruments defining or limiting the rights of the holders of each class of securities proposed to be issued, sold, acquired, guaranteed, assumed, or modified, including any amendments thereto presently proposed. Tentative drafts, as a minimum, shall be filed with the original statement.
- B. Any agreement, present or proposed, relating to the proposed transaction including any purchase, sale, underwriting, dealer, credit or loan agreement. Tentative drafts, as a minimum, shall be filed with the original statement.
- C. Any registration statement filed, or being filed, pursuant to the Securities Act of 1933 with respect to any part of the proposed transaction, including any amendments thereto, but excluding all exhibits and consents.
- D. Any application to any State or Federal commission named in answer to Item 4 with respect to the proposed transaction and a certified copy of any findings, orders, or certificates evidencing express authorization of any part of the proposed transaction by each such State or Federal commission.
- E. A map showing the interconnection or relationship of the properties of any company named in answer to Item 1(c) or of any assets described in answer to Item 1(d), with the properties of the applicant or declarant.
- F. (1) A signed opinion of counsel, addressed to the Commission, stating whether or not, in the event that the proposed transaction is consummated in accordance with the application or declaration:
 - (a) all State laws applicable to the proposed transaction will have been complied with;
 - (b) (i) the issuer of any securities being issued, sold, acquired, guaranteed, assumed or modified (identifying such securities) is validly organized and duly existing; (ii) such securities will, in the case of stock, be validly issued, full paid and nonassessable, and the holders thereof will be entitled to the rights and privileges appertaining thereto set forth in the charter or other document defining such rights and privileges; and (iii) such securities will, in the case of debt securities, be valid and binding obligations of the issuer or guarantor in accordance with their terms;
 - (c) the applicant or declarant will legally acquire any securities or assets being acquired (identifying such securities or assets);
 - (d) the consummation of the proposed transaction will violate the legal rights of the holders of any securities issued by the applicant or declarant or any associate company thereof.

This opinion, in addition to being expressly subject to the consummation of the proposed transaction in accordance with the application or declaration, may be subject to such additional express assumptions, exceptions or qualifications as may be stated therein. The opinion shall include a consent to its use in connection with the filing.

- (2) The applicant or declarant shall file with the Commission at the time of filing its certificate pursuant to Rule 24, a “past tense” opinion of counsel, dated as of the date of such certificate, corresponding to the initial opinion filed pursuant to paragraph F(1) above. Such second opinion may be subject to the express assumptions, exceptions or qualifications stated therein, and it shall state whether or not, in the opinion of counsel, the transaction has been carried out in accordance with the application or declaration. If the proposed transaction is to be consummated by several steps or installments, the “past tense” opinion shall be filed at the conclusion of the last such step or installment.

INSTRUCTIONS AS TO FINANCIAL STATEMENTS

Subject to the provisions of Rule 22 (b) the financial statements specified below shall be filed as a part of the initial application or declaration; and shall be prepared in accordance with the requirements of Regulation S-X, but need not be certified or supported by schedules.

1. *Statements of Applicant or Declarant.*

- (a) There shall be filed for each applicant or declarant, on both per books and pro forma bases, a balance sheet as of a date not more than 120 days prior to the date of filing the application or declaration and a statement of income and surplus for the 12 months ended as of the date of the balance sheet.
- (b) The financial statements filed pursuant to paragraph (a) shall set forth in adjoining columns the amounts per books, the pro forma adjustments, and the amounts pro forma giving effect to the proposed transactions; and be supported by a statement of the pro forma adjusting entries with explanations in sufficient detail to reveal clearly the nature of each. There shall also be filed a statement of the proposed accounting treatment of any premiums, discounts, and expenses which might arise out of the proposed transactions.
- (c) The financial statements filed pursuant to paragraph (a) shall be filed on a corporate or consolidated basis as appropriate; except that, if the applicant or declarant is a registered holding company, they shall be filed on both corporate and consolidated bases.
- (d) If the applicant or declarant proposes to issue, guarantee, or assume any securities other than common stock and will have any mortgage bonds outstanding following consummation of the proposed transaction, there shall be filed, either separately or as a note to the financial statements required by paragraph (a), a statement of the approximate amounts, before and after giving effect to the proposed transactions, of unbonded bondable property available for the issuance of bonds.

2. *Statements of Top Registered Holding Company.*

There shall be filed for the top registered holding company, on both per books and pro forma bases, a consolidated balance sheet as of the same date as the balance sheet of the applicant or declarant and a consolidated statement of income and surplus for the 12 months then ended. Such financial statements shall be filed in the form and manner prescribed in paragraph 1(b) above.

3. *Statements of Company Whose Securities Are Being Acquired or Sold.*

If the proposed transaction involves the acquisition or disposition of securities of any company not a party to the application or declaration, there shall be filed for such company, a balance sheet as of the same date as the balance sheet of the applicant or declarant and a statement of income and surplus for the 12 months then ended. The financial statements of such company shall be prepared on a corporate or consolidated basis as appropriate; and if such company is not a registered holding company or a subsidiary thereof, there shall also be filed statements of income and surplus of such company for its last three fiscal years.

4. *Statements of Changes.*

There shall be filed, as to each balance sheet filed pursuant hereto, a statement of any material changes, not in the ordinary course of business, since the date of such balance sheet.

Collection of Information

The information requested by this form is being collected because rule 20(c) of the Public Utility Holding Company Act of 1935 ("Act") requires it. The Commission uses this information to determine the existence of detriment to interests the Act is designed to protect. The Commission estimates that it will take each respondent two-hundred twenty five (225) hours to respond to this collection of information. A response to this form is mandatory. Without approval by the Commission, holding companies would be in violation of the Act. The information on this form will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.